FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR ORM:LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 May 31, 2005 Expires: Estimated average burden



| Name of Offering (check if this is an amendment and name has changed, and indicate char | nge.) |
|--|--|
| Private placement of limited partnership interests in ABRY Senior Equity Co-Ir | nvestment Fund, L.P. |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 | Rule 506 Section 4(6) ULOE |
| Type of Filing: New Filing Amendment | |
| A. BASIC IDENTIFICATION DA | TA |
| Enter the information requested about the issuer | |
| Name of Issuer (check if this is an amendment and name has changed, and indicate changed) | ge.) |
| ABRY Senior Equity Co-Investment Fund, L.P. | |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 111 Huntington Ave., 30 th Fl., Boston, MA 02199 | (617) 859-2959 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| (if different from Executive Offices) | |
| | <u> </u> |
| Brief Description of Business | المهما المحالة |
| Investing in the senior equity or debt securities of private or, in some cases publ | licly traded companies. AUG 2 3 2006 THOMSUN E |
| Type of Business Organization | THOMES P. E. |
| ☐ corporation ☐ limited partnership, already formed | other (please specify): FINANCIAL |
| business trust limited partnership, to be formed | |
| Month Year | |
| Actual or Estimated Date of Incorporation or Organization: 0 5 0 | 6 ☑ Actual ☐ Estimated |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviat | |
| CN for Canada: FN for other foreign jurisdicti | ion) DE |
| CONTROL A DISCOURAGE OF THE PROPERTY OF THE PR | |

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION .

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 8



| | | A. BASIC IDENTI | FICATION DATA | | | | | | | |
|---|---|----------------------------|---|------------|--------------------------------------|--|--|--|--|--|
| 2. Enter the information requested for the following: | | | | | | | | | | |
| • Each promoter of the issuer, if the issuer has been organized within the past five years; | | | | | | | | | | |
| Each beneficial owner lissuer; | • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; | | | | | | | | | |
| Each executive officer a | • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and | | | | | | | | | |
| Each general and mana | ging partner of partr | ership issuers. | | | | | | | | |
| Check Box(es) that Apply: | Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | ☑ General and/or Managing Partner | | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | | |
| ABRY Senior Equity | | | • | | | | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | | | | | | | | |
| 111 Huntington Ave. | ., 30 th Fl., Bosto | n, MA 02199 | | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | Managing Member | | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | | |
| ABRY Senior Equity | | | | | | | | | | |
| Business or Residence Address | , | | | | | | | | | |
| 111 Huntington Ave. | ., 30 th Fl., Bosto | n, MA 02199 | | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | Director | Member of the sole member of the GP | | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | | |
| Yudkoff, Royce | | | | | | | | | | |
| Business or Residence Address | | | | | | | | | | |
| 111 Huntington Ave. | ., 30 th Fl., Bosto | n, MA 02199 | | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐Beneficial Owner | Executive Officer | Director | ☐ Managing Member of GP of GP | | | | | |
| Full Name (Last name first, if | individual) | William I. | | | | | | | | |
| Business or Residence Address | s (Number and Stree | et, City, State, Zip Code) | *************************************** | | | | | | | |
| | | | | | | | | | | |
| Check Box(es) that Apply: | ☐ Promoter | ☐ Beneficial Owner | Executive Officer | Director | General and/or Managing Partner | | | | | |
| Full Name (Last name first, if | individual) | | | | | | | | | |
| | | | | | | | | | | |
| Business or Residence Addres | s (Number and Stree | et, City, State, Zip Code) | | | | | | | | |

| | | | | | · | | | | | | |
|---|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|------------------------------|
| | | | В, | INFORMA | ATION ABO | OUT OFFEI | RING | | | | |
| 1. Has the issuer s | old, or doe | | | • | -accredited | | | • | | Yes | No |
| What is the minimum investment that will be accepted from any individual? | | | | | | | | \$10 | 0,000 | | |
| * The General Partner may accept investments of smaller amounts. 3. Does the offering permit joint ownership of a single unit? | | | | | | | Yes | No | | | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. The General Partner may permit investments of lesser amounts in its discretion. | | | | | | | | | | | |
| Full Name (Last na N/A | ame first, if | findividual | 1) | | | | | | | | |
| Business or Reside | ence Addre | ss (Numbe | r and Stree | t, City, Sta | ite, Zip Coc | le) | | | | | |
| Name of Associate | d Broker o | r Dealer | | | | | | | | | |
| States in Which Pe (Check "All St | | | | | | | •••• | | ••••• | 🔲 Al | States |
| [AL] [AK] [IL] [IN] [MT] [NE] [RI] [SC] | [AZ] [IA] [NV] [SD] | [AR] [KS] [NH] [TN] | [CA] [KY] [NJ] [TX] | [CO] [LA] [NM] [UT] | [CT] [ME] [NY] [VT] | [DE] [MD] [NC] [VA] | [DC] [MA] [ND] [WA] | [FL] [MI] [OH] [WV] | [GA] [MN] [OK] [WI] | [HI] [MS] [OR] [WY] | [ID] [MO] [PA] [PR] |

| C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE | OF DROCEENS | |
|---|-----------------------------|---------------------------|
| Enter the aggregate offering price of securities included in this offering and the total amount a "none" or "zero." If the transaction is an exchange offering, check this box \(\square\$\) and indicate in the securities offered for exchange and already exchanged | lready sold. Enter "0" | |
| Type of Security | Aggregate Offering Price | Amount Already Sold |
| Debt | \$-0- | \$-0- |
| Fauity | \$ 0. | \$.0- |

| -0- | \$-0- |
|-------------|--|
| | <u>Ψ-0-</u> |
| -0- | \$-0- |
| | |
| -0- | \$-0- |
| 24,323,395* | \$24,323,395* |
| -0- | \$-0- |
| 24,323,395* | \$24,323,395* |
| | |
| - | -0- 24,323,395* -0- 24,323,395* |

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|---|---------------------|--------------------------------------|
| Accredited Investors | 13* | \$24,323,395* |
| Non-accredited Investors | -0- | \$-0- |
| Total (for filings under Rule 504 only) | -0- | \$-0- |

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

| Type of Offering | Type of Security | Dollar Amount Sold |
|------------------|------------------|-----------------------|
| Rule 505 | | \$0 |
| Regulation A | | \$0 |
| Rule 504 | | \$0 |
| Total | | \$0 |

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

| Transfer Agent's Fees | | \$-0- |
|---|-------------|----------|
| Printing and Engraving Costs | \boxtimes | \$5,000 |
| Legal Fees | \boxtimes | \$30,000 |
| Accounting Fees. | \boxtimes | \$4,000 |
| Engineering Fees. | | \$-0- |
| Sales Commission (specify finders' fees separately) | | \$-0- |
| Other Expenses (identify) organizational expenses and blue sky fees | \boxtimes | \$1,000 |
| Total | \boxtimes | \$40,000 |

^{*}Includes non-U.S. persons.

| b. | and total expenses furnished in respor | egate offering price given in response to Part C – Que nse to Part C – Question 4.a. This difference is the "ad | juste | ed | \$24 | ,283,395 |
|------|---|---|-------------|---|-------------|-----------------------|
| 5. | each of the purposes shown. If the am check the box to the left of the estimate | isted proceeds to the issuer used or proposed to be use tount for any purpose is not known, furnish an estimat te. The total of the payments listed must equal the adjun response to Part C – Question 4.b above. | e and | i | | |
| | | | | Payments to Officers, Directors & Affiliates | | Payments To Others |
| | Salaries and fees | | \boxtimes | <u>*</u> | | \$ |
| | Purchase of real estate | | | \$ | | |
| | Purchase, rental or leasing and in | stallation of machinery and equipment | | \$ | | |
| | Construction or leasing of plant b | uildings and facilities | | \$ | | |
| | | ncluding the value of securities involved in this | | | | |
| | | ange for the assets or securities of another issuer | | \$ | | \$ |
| | | | | | | \$ |
| | Working capital | | | \$ | \boxtimes | \$1,250,000 |
| | | al to be used for the issuer's investments | | | \boxtimes | \$23,033,395 |
| | | | | \$ | | \$ |
| | | | | | \boxtimes | \$24,283,395 |
| | Total Payments Listed (column to | otals added) | | ⊠ \$24 | 1,283,3 | 395 |
| | *The General Partner will not rec | eive a management fee from the issuer. | | | | |
| | | | | | | |
| | | D. FEDERAL SIGNATURE | | | | |
| foll | owing signature constitutes an undertal | e signed by the undersigned duly authorized person. king by the issuer to furnish to the U.S. Securities and led by the issuer to any non-accredited investor pursual | Exc | hange Commissi | on, up | on written |
| | er (Print or Type) | Signature | 1 | Date | | |
| | RY Senior Equity Co-Investment Fund, L.P. | Logic M | I | August <u>15</u> , 2006 | , | |
| Nar | ne of Signer (Print or Type) | Title of Signer (Print or Type) | | | | |
| | | By: ABRY Senior Equity Co-Investment GP, LI | | | | |
| | | By: ABRY Senior Equity Holdings II, LLC, me | mber | of the general p | artner | ; |
| Roy | ce Yudkoff | By: Royce Yudkoff, Sole Member | | | | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | E. STAT | E SIGNATI | URE | | | | | |
|--|-----------------------|-------------|------------------------|------------------------|-------------|------------|--|--|
| Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | | | | | | No | | |
| | See Appendix, Col | umn 5, for | state response. | | | | | |
| 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. | | | | | | | | |
| 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. | | | | | | | | |
| 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. | | | | | | | | |
| The issuer has read this notification and knowndersigned duly authorized person. | ows the contents to b | e true and | has duly caused this r | notice to be signed of | on its beha | alf by the | | |
| Issuer (Print or Type) | Signature | | | Date | | | | |
| ABRY Senior Equity Co-Investment Fund, L.P. | llayri | | | August <u>15</u> , 200 | 16 | | | |
| Name of Signer (Print or Type) | Title of Signer (Pr | int or Type |) | | | | | |
| | By: ABRY Senior | Equity Co | -Investment GP, LLC | , general partner of | issuer; | | | |
| | By: ABRY Senior | Equity Ho | ldings II, LLC, memb | er of the general pa | rtner; | | | |

By: Royce Yudkoff, Sole Member

Instruction

Royce Yudkoff

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | 2 | 3 | | | 4 | | i . | 5 |
|-------|---|-------------------------|--|--|-------------|--|---|-----|-----|
| | Intend to non-ac investors (Part B | ccredited s in State | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C-Item 2) | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No |
| AL | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ ⊠ |
| AK | | \boxtimes | N/A | -0- | -0- | -0- | -0- | | |
| AZ | | ☒ | N/A | -0- | -0- | -0- | -0- | | |
| AR | | ⊠ | N/A | -0- | -0- | -0- | -0- | | Ø |
| CA | | Ø | N/A | -0- | -0- | -0- | -0- | | Ø |
| СО | | Ø | N/A | -0- | -0- | -0- | -0- | | Ø |
| СТ | | Ø | limited partnership interests | 1 | \$25,000 | -0- | -0- | | ⊠ |
| DE | | Ø | N/A | -0- | -0- | -0- | -0- | | ☒ |
| DC | | Ø | N/A | -0- | -0- | -0- | -0- | | ☒ |
| FL | | × | N/A | -0- | -0- | -0- | -0- | | Ø |
| GA | | \boxtimes | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| HI | | \boxtimes | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| ID | | \boxtimes | N/A | -0- | -0- | -0- | -0- | | × |
| IL | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| IN | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| IA | | ⊠ | N/A | -0- | -0- | -0- | -0- | | |
| KS | | × | N/A | -0- | -0- | -0- | -0- | | × |
| KY | | ⊠ | N/A | -0- | -0- | -0- | -0- | | Ø |
| LA | | × | N/A | -0- | -0- | -0- | -0- | | Ø |
| ME | | ⊠ | N/A | -0- | -0- | -0- | -0- | | Ø |
| MD | | ⊠ | limited partnership interests | 1 | \$150,000 | -0- | -0- | | ⊠ |
| MA | | ⊠ | limited partnership interests | 5 | \$1,266,401 | -0- | -0- | | ⊠ |
| MI | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| MN | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| MS | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ |
| МО | | × | N/A | -0- | -0- | -0- | -0- | | × |
| MT | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ |

APPENDIX

| | | 2 | 3 | | | 4 | | | 5 | |
|-------|---------------------|------------------------------------|--|--------------------------------------|--|--|--------|-----|--|--|
| | Intend to non-ac | to sell ccredited s in State | Type of security and aggregate offering price offered in state (Part C-Item 1) | | Type of investor and amount purchased in State (Part C-Item 2) | | | | Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | |
| NE | | ⊠ | N/A | -0- | -0- | -0- | -0- | | | |
| NV | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| NH | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| NJ | | | N/A | -0 | -0- | -0- | -0- | | ⊠ | |
| NM | | × | N/A | -0- | -0- | -0- | -0- | | × | |
| NY | | × | limited partnership interests | 2 | \$1,550,000 | -0- | -0- | | | |
| NC | | ⊠ | N/A | -0- | -0- | -0- | -0- | | | |
| ND | | ⊠ | N/A | -0- | -0- | -0- | -0- | | × | |
| ОН | | × | N/A | -0- | -0- | -0- | -0- | | | |
| ОК | | ⊠ | N/A | -0- | -0- | -0- | -0- | | Ø | |
| OR | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| PA | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| RI | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| sc | | ⊠ | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| SD | | ⊠ | N/A | -0- | -0- | -0- | -0- | | · 🛛 | |
| TN | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| TX | | ☒ | limited partnership interests | l | \$250,000 | -0- | -0- | | ⊠ | |
| UT | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| VT | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| VA | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| WA | | × | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| WV | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| WI | | Ø | N/A | 0 | -0- | -0- | -0- | | Ø | |
| WY | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ | |
| PR | | Ø | N/A | -0- | -0- | -0- | -0- | | ⊠ | |